

MAY 20 REC'D

Board of Governors of the Federal Reserve System



Annual Report of Holding Companies—FR Y-6

Report at the close of business as of the end of fiscal year

This Report is required by law: Section 5(c)(1)(A) of the Bank Holding Company Act (12 U.S.C. § 1844 (c)(1)(A)); Section 8(a) of the International Banking Act (12 U.S.C. § 3106(a)); Sections 11(a)(1), 25 and 25A of the Federal Reserve Act (12 U.S.C. §§ 248(a)(1), 602, and 611a); Section 211.13(c) of Regulation K (12 C.F.R. § 211.13(c)); and Section 225.5(b) of Regulation Y (12 C.F.R. § 225.5(b)) and section 10(c)(2)(H) of the Home Owners' Loan Act. Return to the appropriate Federal Reserve Bank the original and the number of copies specified.

This report form is to be filed by all top-tier bank holding companies and top-tier savings and loan holding companies organized under U.S. law, and by any foreign banking organization that does not meet the requirements of and is not treated as a qualifying foreign banking organization under Section 211.23 of Regulation K (12 C.F.R. § 211.23). (See page one of the general instructions for more detail of who must file.) The Federal Reserve may not conduct or sponsor, and an organization (or a person) is not required to respond to, an information collection unless it displays a currently valid OMB control number.

NOTE: The *Annual Report of Holding Companies* must be signed by one director of the top-tier holding company. This individual should also be a senior official of the top-tier holding company. In the event that the top-tier holding company does not have an individual who is a senior official and is also a director, the chairman of the board must sign the report.

Date of Report (top-tier holding company's fiscal year-end):

December 31, 2015

Month / Day / Year

549300PBML8AQYDXCG93

Reporter's Legal Entity Identifier (LEI) (20-Character LEI Code)

I, Ronald L Samuels

Name of the Holding Company Director and Official

Chairman and Chief Executive Officer

Title of the Holding Company Director and Official

Reporter's Name, Street, and Mailing Address

Avenue Financial Holdings

Legal Title of Holding Company

111 Tenth Avenue South, Suite 400

(Mailing Address of the Holding Company) Street / P.O. Box

Nashville

TN

37203

City

State

Zip Code

111 Tenth Avenue South Nashville, TN 37203

Physical Location (if different from mailing address)

attest that the *Annual Report of Holding Companies* (including the supporting attachments) for this report date has been prepared in conformance with the instructions issued by the Federal Reserve System and are true and correct to the best of my knowledge and belief.

Person to whom questions about this report should be directed:

Tracy Rion

Vice President

Name

Title

615-744-2931

Area Code / Phone Number / Extension

615-744-292

Area Code / FAX Number

tracy.rion@avenuenashville.com

E-mail Address

www.avenuenashville.com

Address (URL) for the Holding Company's web page

With respect to information regarding individuals contained in this report, the Reporter certifies that it has the authority to provide this information to the Federal Reserve. The Reporter also certifies that it has the authority, on behalf of each individual, to consent or object to public release of information regarding that individual. The Federal Reserve may assume, in the absence of a request for confidential treatment submitted in accordance with the Board's "Rules Regarding Availability of Information," 12 C.F.R. Part 261, that the Reporter and individual consent to public release of all details in the report concerning that individual.

[Signature]

Signature of Holding Company Director and Official

Date of Signature

5-10-16

For holding companies not registered with the SEC—
Indicate status of Annual Report to Shareholders:

- is included with the FR Y-6 report
- will be sent under separate cover
- is not prepared

For Federal Reserve Bank Use Only

RSSD ID
C.I.

3541483

Does the reporter request confidential treatment for any portion of this submission?

Yes Please identify the report items to which this request applies:

- In accordance with the instructions on pages GEN-2 and 3, a letter justifying the request is being provided.
- The information for which confidential treatment is sought is being submitted separately labeled "Confidential."

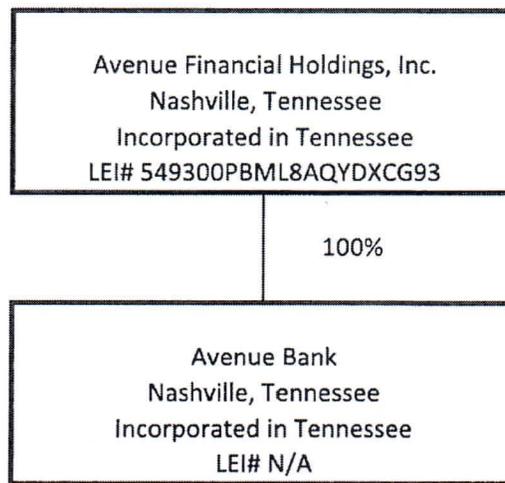
No

Form FR Y-6

Avenue Financial Holdings, Inc.
Nashville, Tennessee
Fiscal Year Ending December 31, 2015

Report Item 2a

2a: Organizational Chart



 **REVISED**
5/2/16

Report Item 2b: Domestic Branch Listing
 Avenue Bank (481355)
 Held by Avenue Financial Holdings, Inc. (3541483)
 As of 12/31/15



Data Action	Effective Date	Branch Service Type	Branch ID_RSSD*	Popular Name	Street Address	City	State	Zip Code	County	Country	FDIC UNINUM*	Office Number*	Head Office	Head Office ID_RSSD*	Comments
Change	2007	Full Service (Head Office)	481355	AVENUE BANK	111 10TH AVE SOUTH, SUITE 400	NASHVILLE	TN	37203	DAVIDSON	UNITED STATES	4127	0	AVENUE BANK	481355	
OK		Full Service	3794346	COOL SPRINGS BRANCH	101 INTERNATIONAL DRIVE, SUITE 100	FRANKLIN	TN	37067	WILLIAMSON	UNITED STATES	473965	7	AVENUE BANK	481355	
OK		Full Service	3623192	CUMMINS STATION TENTH AVENUE BRANCH	209 TENTH AVENUE SOUTH	NASHVILLE	TN	37203	DAVIDSON	UNITED STATES	465213	3	AVENUE BANK	481355	
OK		Full Service	3844241	GREENHILLS BRANCH	3823 CLEGHORN AVENUE	NASHVILLE	TN	37215	DAVIDSON	UNITED STATES	493044	8	AVENUE BANK	481355	
OK		Full Service	3691034	WEST END BRANCH	2930 WEST END AVENUE	NASHVILLE	TN	37203	DAVIDSON	UNITED STATES	470382	6	AVENUE BANK	481355	

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Form FR Y-6
Avenue Financial Holdings, Inc.
Fiscal Year Ending December 31, 2015

Report Item 3: Securities Holders

(1)(a)(b)(c) (2)(a)(b)(c)

Current Shareholders with ownership, control, or holdings of 5% or more with power to vote as of the fiscal year ending 12/31/2015			Shareholders not listed in 3(1)(a) and 3(1)(c) that had ownership, control, or holdings of 5% or more with power to vote during the fiscal year ending 12/31/15		
(1)(a) Name & Address (City, State)	(1)(b) Country of Citizenship or Incorporation	(1)(c) Number & Percentage of Each Class of Voting Securities	(2)(a) Name & Address (City, State)	(2)(b) Country of Citizenship or Incorporation	(2)(c) Number & Percentage of Each Class of Voting Securities
Patriot Financial Partners Philadelphia, PA, USA	USA	848,500 - 8.23% Common Stock	None		
David Ingram Nashville, TN, USA	USA	529,845 - 5.14% Common Stock			

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5/2/16

Form FR Y-6
Avenue Financial Holdings, Inc.
Fiscal Year Ending December 31, 2015

Report Item 4: Insiders

(1), (2), (3)(a)(b)(c), and (4)(a)(b)(c)

(1) Name, City, State, Country	(2) Principal Occupation if other than with Bank Holding Company	(3)(a) Title & Position with Bank Holding Company	(3)(b) Title & Position with Subsidiaries (include names of subsidiaries)	(3)(c) Title & Position with Other Businesses (include names of other businesses)	(4)(a) Percentage of Voting Shares in Bank Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)	(4)(c) List names of other companies (includes partnerships) if 20% or more of voting securities are held (list names of companies and percentage of voting securities held)
Ronald L. Samuels, Nashville, TN, USA	N/A	Chairman & Chief Executive Officer	N/A	N/A		N/A	N/A
G. Kent Cleaver, Nashville, TN, USA	N/A	President & Chief Operating Officer	N/A	N/A		N/A	N/A
Barbara J. Zipperian, Nashville, TN, USA	N/A	Chief Financial Officer	N/A	N/A		N/A	N/A
Edwin Moats, Nashville, TN, USA	N/A	Chief Credit Officer	N/A	N/A		N/A	N/A
Jim McCann, Nashville, TN, USA	N/A	Director, Mortgage Lending	N/A	N/A		N/A	N/A
Peter Wooten, Nashville, TN, USA	N/A	Director, Commercial Banking	N/A	N/A		N/A	N/A
David Anderson, Nashville, TN, USA	Treasurer, Hospital Corporation of America	Director	N/A	N/A		N/A	N/A
Pat Emery, Nashville, TN, USA	President, Spectrum/Emery, Inc.	Director	N/A	President (Spectrum Properties/Emery, Inc.), President (Spectrum Emery Development, Inc.), President, OM/SE, LLC, Vice President		N/A	25% (Spectrum Properties/Emery, Inc.), 25% (Spectrum Emery Development, Inc.), 50% (OM/SE, LLC)
David Ingram, LaVergne, TN, USA	Owner, Ingram Entertainment & DBI Beverage	Director	N/A	Chairman (DBI Beverage, Inc.), Chairman/President (Ingram Entertainment Holdings, Inc.)		N/A	50% with other 50% in trust for sons (DBI Beverage, Inc.), 100% (Ingram Entertainment Holdings, Inc.)
Ken Robold, Nashville, TN, USA	N/A	Director	N/A	N/A		N/A	N/A
Agencia Clark, Nashville, TN, USA	CEO, Girl Scouts of Middle TN	Director	N/A	N/A		N/A	N/A
Marty Dickens, Nashville, TN, USA	Retired	Director	N/A	N/A		N/A	N/A
Joe Galante, Nashville, TN, USA	Former Chairman, Sony Music Nashville	Director	N/A	N/A		N/A	N/A
Steve Moore, Nashville, TN, USA	EVP, AEG Live! Human Resources	Director	N/A	Owner (Moore Entertainment Group, LLC), Member (Choice Entertainment Options, LLC), Member (Choice DGO, LLC), Member (Choice NRA-SC, LLC), Member (C&S Investments, LLC), Member (JCS Medical Properties, LLC), Member (Medical Investment Properties, LLC), Member (Varnville Investments, LLC), Member (SAM Aviation, LLC), Member (TennReal, LLC), Member (TennReal II, LLC), Owner (Moore Development, LLC), Member (Southern Kitchen, LLC), Member (Acme Feed & Seed, LLC), Member (Reach, LLC), Member (Simple Man Investments)		N/A	100% (Moore Entertainment Group, LLC), 99.95% (Choice Entertainment Options, LLC), 100% (Choice DGO, LLC), 100% (Choice NRA-SC, LLC), 50% (C&S Investments, LLC), 36.67% (JCS Medical Properties, LLC), 50% (Medical Investment Properties, LLC), 50% (Varnville Investments, LLC), 100% (SAM Aviation, LLC), 15% (TennReal, LLC), 9.09% (TennReal II, LLC), 100% (Moore Development, LLC), 10% (Southern Kitchen, LLC), 10% (Acme Feed & Seed, LLC), 49% (Reach, LLC), 99% (Simple Man Investments)
Karen Saul, Nashville, TN, USA	Management, Arthur J. Gallagher & Co.	Director	N/A	N/A		N/A	N/A
Jim Deutsch, Philadelphia, PA, USA	Patriot Financial Partners II, LP	Director	N/A	N/A		N/A	N/A

 **REVISED**
5/2/16